



Dear Shareholder,

Notice of General Meeting / Proxy Form

Prodigy Gold NL (Prodigy Gold or the Company) will hold a General Meeting of shareholders at 10.30am ACST on 22 May 2024 at Ward Keller, Level 7, Northern Territory House, 22 Mitchell Street, Darwin, NT, 0800 to consider the passing of various resolutions relating to the issuing of shares and options by the Company.

You will receive your personalised proxy form for the General Meeting for your completion and lodgment with our share registry. Alternatively, you can vote online at <https://investor.automic.com.au/#/loginsah>.

In accordance with the Company's constitution and the *Corporations Act 2001* (Cth) (**Corporations Act**), and to significantly reduce printing cost as well as our environmental impact, the Company has decided to not provide a printed copy of the Notice of General Meeting but to provide you with the relevant URL link.

Relevant URL link:

Notice of General Meeting: <http://www.prodigygold.com.au/investors/asx-announcements/>

Your right to elect to receive documents electronically or physically

The Corporations Act requires public companies and listed companies to give shareholders notice of their right to elect to be sent certain documents electronically or physically by the company.

In accordance with the Company's commitment to significantly reduce printing costs as well as our environment impact, Prodigy Gold will no longer send physical copies of documents to shareholders unless a shareholder has made, or makes in the future, an election to receive documents in physical form.

Providing your email address to receive shareholder communications electronically

Prodigy Gold encourages all shareholders to provide an email address so we can provide investor communications electronically when they become available online, which includes items such as meeting documents and annual reports.

By providing your email address to the Company, you will:

- support the Company by reducing the cost of mailing/postage;
- receive your investor communications faster and in a more secure way; and
- help the environment through the need for less paper.

How do I update my communications preferences?

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your communication preferences at <https://investor.automic.com.au/>

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://investor.automic.com.au> or contact our share registry:

Telephone (within Australia): 1300 288 664

Telephone (outside Australia): +61 2 9698 5414

Email: hello@automicgroup.com.au

Website: <https://investor.automic.com.au/>

The Board of Directors thank you for your support.

Yours sincerely,

**Jutta Zimmermann | Company Secretary
Prodigy Gold NL**

A SIMPLE EXPERIENCE FOR MANAGING YOUR HOLDINGS VISIT:

[HTTPS://INVESTOR.AUTOMIC.COM.
AU](https://investor.automic.com.au)



[DOWNLOAD THE QR READER APP ON YOUR
SMARTPHONE OR TABLET, TO SIMPLY SCAN THE
BARCODE ABOVE]

- ✓ **Fast and Simple**
Update details in real-time, including address, Tax File Number/Australian Business Number, banking details and communication preferences
- ✓ **Consolidated Holdings**
View and manage all holdings in the one place
- ✓ **Secure and Convenient**
View and print all available shareholder communications and statements
- ✓ **Vote Online**
Vote online for upcoming Meetings
- ✓ **View your Activity**
View holding balances, transactions and payment history

PRODIGY GOLD NL

ACN 009 127 020

Notice of General Meeting and Explanatory Memorandum

Date of Meeting: 22 May 2024

Time of Meeting: 10:30am (ACST)

Place of Meeting: Ward Keller
Level 7, Northern Territory House
22 Mitchell Street
Darwin, NT, 0800

Notice of General Meeting

Notice is given that a General Meeting of Shareholders of Prodigy Gold NL (ACN 009 127 020) (**Company**) will be held physically at Ward Keller, Level 7, Northern Territory House, 22 Mitchell Street, Darwin, NT, 0800 on 22 May 2024 at 10:30am (ACST).

Capitalised terms used in this Notice of Meeting and the Explanatory Memorandum have the meaning ascribed to them in the glossary contained at the end of the Explanatory Memorandum.

This Notice of Meeting should be read in its entirety, together with the Explanatory Memorandum and the enclosed proxy form.

ORDINARY BUSINESS

1. **Resolution 1 – Ratification of 262,666,172 Unconditional Shares**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 262,666,172 Shares by way of private placement to sophisticated, professional and institutional investors at an issue price of \$0.003 per Share in accordance with the terms set out in the Explanatory Memorandum, be ratified."

Voting exclusion: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of any person who participated in the issue of Shares pursuant to Resolution 1 and any of their respective Associates.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with directions given to the proxy or attorney to vote on Resolution 1 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with a direction given to the Chair to vote on Resolution 1 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 1; and
 - the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

Notice of General Meeting

2. Resolution 2 – Approval to issue up to 27,333,826 Conditional Shares

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, the issue of 27,333,826 Shares by way of private placement to sophisticated, professional and institutional investors at an issue price of \$0.003 per Share in accordance with the terms set out in the Explanatory Memorandum, be approved."

Voting exclusion: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of any person who is expected to participate or who will obtain a material benefit as a result of the proposed issue of Shares pursuant to Resolution 2 (except a benefit solely by reason of being a holder of Shares) and any of their respective Associates.

However, this does not apply to a vote cast in favour of Resolution 2 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with directions given to the proxy or attorney to vote on Resolution 2 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with a direction given to the Chair to vote on Resolution 2 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 2; and
 - the holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

Notice of General Meeting

3. Resolution 3 – Approval to issue up to 193,333,333 Options under the Placement

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, the issue of 193,333,333 Options by way of private placement to sophisticated, professional and institutional investors, having an exercise price of \$0.007 and expiry date of 30 November 2026 in accordance with the terms set out in the Explanatory Memorandum, be approved."

Voting exclusion: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any person who is expected to participate or who will obtain a material benefit as a result of the proposed issue of Options pursuant to Resolution 3 (except a benefit solely by reason of being a holder of Shares) and any of their respective Associates.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with directions given to the proxy or attorney to vote on Resolution 3 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on Resolution 3 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 3; and
 - the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

Notice of General Meeting

4. Resolution 4 – Approval to issue up to 7,666,667 Shares and 5,111,111 Options to Mr Mark Edwards or his nominated Associate

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, the issue of up to 7,666,667 Shares at an issue price of \$0.003 per Share and 5,111,111 Options, having an exercise price of \$0.007 and expiry date of 30 November 2026, to Mr Mark Edwards (or his nominated Associate) in accordance with the terms set out in the Explanatory Memorandum, be approved."

Voting exclusion: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Mr Mark Edwards, his nominated Associate, any other person who will obtain a material benefit as a result of the issue of the Shares and Options pursuant to Resolution 4 (except a benefit solely by reason of being a holder of Shares) and any of their Associates.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with directions given to the proxy or attorney to vote on Resolution 4 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair to vote on Resolution 4 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 4; and
 - the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

Notice of General Meeting

5. Resolution 5 – Approval to issue up to 2,333,333 Shares and 1,555,555 Options to Mr Neale Edwards or his nominated Associate

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, the issue of up to 2,333,333 Shares at an issue price of \$0.003 per Share and 1,555,555 Options, having an exercise price of \$0.007 and expiry date of 30 November 2026, to Mr Neale Edwards (or his nominated Associate) in accordance with the terms set out in the Explanatory Memorandum, be approved."

Voting exclusion: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Mr Neale Edwards, his nominated Associate, any other person who will obtain a material benefit as a result of the issue of the Shares and Options pursuant to Resolution 5 (except a benefit solely by reason of being a holder of Shares) and any of their Associates.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with directions given to the proxy or attorney to vote on Resolution 5 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair to vote on Resolution 5 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 5; and
 - the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

Notice of General Meeting

6. Resolution 6 – Approval to issue up to 66,666,667 Shares and 44,444,445 Options to APAC Resources Limited or its nominated Associate

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, the issue of up to 66,666,667 Shares at an issue price of \$0.003 per Share and 44,444,445 Options, having an exercise price of \$0.007 and expiry date of 30 November 2026, to APAC Resources Limited (or its nominated Associate) in accordance with the terms set out in the Explanatory Memorandum, be approved."

Voting exclusion: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of APAC Resources Limited, its nominated Associate, any other person who will obtain a material benefit as a result of the issue of the Shares and Options pursuant to Resolution 6 (except a benefit solely by reason of being a holder of Shares) and any of their Associates.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with directions given to the proxy or attorney to vote on Resolution 6 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chair to vote on Resolution 6 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 6; and
 - the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

Notice of General Meeting

7. Resolution 7 – Approval to issue Broker Options to 180 Markets Pty Ltd

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an Ordinary Resolution:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, the issue of 5,844,999 Options, having an exercise price of \$0.007 and expiry date of 30 November 2026, to 180 Markets Pty Ltd (or its nominee(s)), in accordance with the terms set out in the Explanatory Memorandum, be approved."

Voting exclusion: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of 180 Markets Pty Ltd, its nominee(s), any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue pursuant to Resolution 7 (except a benefit solely by reason of being a holder of Shares) and any of their Associates.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with directions given to the proxy or attorney to vote on Resolution 7 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with a direction given to the Chair to vote on Resolution 7 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 7; and
 - the holder votes on Resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

By order of the Board

Ms Jutta Zimmermann
Company Secretary
Prodigy Gold NL
19 April 2024

Explanatory Memorandum

The following notes and the Explanatory Memorandum form part of the Notice of Meeting.

Voting and Attendance Entitlement

The Board has determined that those persons who are registered as holding Shares as at 10:30am (ACST) on 20 May 2024, will be entitled to attend and vote at the Meeting.

Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Shareholders may vote by:

- (a) attending the Meeting in person; or
- (b) appointing a proxy to attend and vote on your behalf, using the enclosed proxy form.

If more than one joint holder of a Share is present at the Meeting (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Action to be Taken by Shareholders

A Shareholder who is entitled to attend and vote at the Meeting may appoint a person, who need not be a Shareholder of the Company, as the Shareholder's proxy to attend and vote on behalf of the Shareholder.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If in respect of any of the items of business you do not direct your proxy how to vote, you are directing your proxy to vote as he or she decides.

If you mark the abstain box for a particular item you are directing your proxy to not vote on your behalf and your Shares will not be counted in computing the required majority in the event of a poll.

For proxies without voting instructions that are exercisable by the Chair, the Chair intends to vote those proxies in favour of the Resolutions. The Chair will be deemed to be appointed where a signed proxy form is returned that does not contain the name of the proxy or where the person appointed on the form is absent from the Meeting.

A proxy form accompanies this Notice of Meeting. Should you wish to appoint a proxy, please complete the proxy form and return it at least 48 hours before the Meeting, being no later than 10:30am (ACST) on 20 May 2024 to:

- (a) if online:
<https://investor.automic.com.au/#/logins>
ah
- (b) if by fax: on +612 8583 3040;
- (c) if by mail:
Automic, GPO Box 5193
Sydney NSW 2001
- (d) by hand:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2,000
- (e) by email:
meetings@automicgroup.com.au

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

Corporate Representatives

A Shareholder which is a corporation may appoint an individual to act as its representative to attend and vote at the Meeting. The appointment must comply with section 250D of the Corporations Act, meaning that Company will require a Certificate of Appointment of Corporate Representative executed in accordance with section 250D of the Corporations Act. The completed certificate should be lodged with Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

Polls

Each of the Resolutions will be considered by way of a poll. Accordingly, every Shareholder shall have one vote for every Share registered in their name as at 10:30am (ACST) on 20 May 2024.

Required Majority

Each of Resolutions 1 to 7 (inclusive) are Ordinary Resolutions, requiring a simple majority of the votes cast by Shareholders entitled to vote on them.

General

All Shareholders are invited to attend the Meeting or, if they are unable to attend in person, to sign and return the proxy form to the Company in accordance with the instructions set out on the proxy form.

Shareholders, their proxy or corporate representatives who plan on attending the Meeting are asked to arrive at the venue at least 30 minutes prior to the time the Meeting is scheduled to commence, so that Shareholders can be checked against the Company's share register, or appointment as proxy, attorney or corporate representative can be verified and their attendance noted.

Explanatory Memorandum

This Explanatory Memorandum contains an explanation of, and information about, the Resolutions to be considered at the General Meeting. Shareholders should read this Explanatory Memorandum in full. This Explanatory Memorandum forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. If you are in any doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

Capitalised words used in the Notice of Meeting and in this Explanatory Memorandum are defined in the glossary section at the end of this Explanatory Memorandum. Unless otherwise stated, all references to sums of money, '\$' and 'dollars' are references to Australian currency.

Capital Raising Background

On 27 March 2024, the Company announced a private share placement of new Shares and attaching Options to raise approximately \$1.1 million (before expenses) (**Placement**), which comprised:

- (a) the initial issue of 262,666,172 Shares by way of a private placement to sophisticated, professional and institutional investors at an issue price of \$0.003 per Share, raising \$787,998.52 (the **Initial Placement**) (Resolution 1); and
- (b) an agreement to subsequently issue a further 104,000,493 Shares and 244,444,444 Options as follows:
 - (1) 27,333,826 Shares to various sophisticated, professional and institutional investors who participated in the Conditional Placement (Resolution 2);
 - (2) 193,333,333 Options to various sophisticated, professional and institutional investors who participated in the Placement (Resolution 3);
 - (3) 7,666,667 Shares and 5,111,111 Options to Mr Mark Edwards (Resolution 4);
 - (4) 2,333,333 Shares and 1,555,555 Options to Mr Neale Edwards (Resolution 5); and
 - (5) 66,666,667 Shares and 44,444,445 Options to APAC Resources Limited (Resolution 6),

by way of private placement at an issue price of \$0.003 per Share, raising \$312,001.48 which was conditional on Shareholder approval being obtained for that issue (the **Conditional Placement**).

The Options under the Placement will be issued in accordance with the terms set out in Schedule 1 to this Explanatory Memorandum.

The funds raised from the Placement will be applied to the following activities:

- exploration work on the Company's key projects, including:
 - the Tanami North Project (which includes projects at Tregony and Hyperion), specifically the detailed review of current mineral resources in this project area, and potentially drilling to extend or improve confidence in models;
 - the Twin Bonanza Project, reviewing the potential of shallow mineralisation at the Buccaneer deposit, a review of the completed studies for the project to determine the

Explanatory Memorandum

next steps for advancing the deposit and a detailed review of the Old Pirate mineral resource which forms part of the Company's mineral resource inventory; and

- o advance several brownfield targets in close proximity to the Tregony and Hyperion deposits, such as the Brokenwood, Boco and Mark's Rise prospects;
- ongoing testwork on the Hyperion deposit to better understand the metallurgical properties of the mineralisation;
- project development, project divestment, field capital equipment, project acquisition costs and tenement maintenance costs; and
- general working capital expenses.

The table below illustrates the effect of the Placement on the Company's share capital, assuming that Resolutions 1 to 7 (inclusive) are passed:

	Securities on issue prior to the Placement	Securities issued under the Initial Placement	Securities proposed to be issued under the Conditional Placement
Shares	1,751,107,818	262,666,172	104,000,493
Options	11,750,000	Nil	244,444,444

The total dilutionary effect of the Initial Placement was 15%, the total dilutionary effect of the Conditional Placement, if Resolutions 1 to 7 (inclusive) are passed, will be 20.94%.

Resolution 1 – Ratification of 262,666,172 Unconditional Shares

As noted in the background section of this Explanatory Memorandum, on 27 March 2024 the Company announced the Capital Raising, which included 262,666,172 Shares to sophisticated, professional and institutional investors pursuant to the Placement. The Placement was undertaken under the Company's placement capacity under Listing Rules 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rules 7.1 and 7.1A limit the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% and 10% respectively of the fully paid ordinary shares it had on issue at the start of that period.

The Shares issued to participants in the Placement did not fall within an exception and were issued without Shareholder approval under the Company's 15% placement capacity under Listing Rule 7.1.

Listing Rule 7.4 allows the shareholders of a listed company to subsequently ratify the previous issues of securities made without prior shareholder approval under Listing Rules 7.1 and 7.1A, provided the issue did not breach the maximum thresholds set by Listing Rules 7.1 and 7.1A. If they do, the issue is taken to have been approved under Listing Rules 7.1 and 7.1A and so does not reduce the Company's capacity to issue further Equity Securities without shareholder approval under those rules.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A and thus the Company is seeking ratification of the Shares issued pursuant to the Placement

Explanatory Memorandum

by Resolution 1. The Company confirms that the issue and allotment of the Shares did not breach Listing Rules 7.1 and 7.1A at the date of issue.

Resolution 1 seeks the ratification of 262,666,172 Shares which were issued by the Company under the Placement using its capacity under Listing Rule 7.1.

If Resolution 1 is passed, the Shares issued using the Company's Listing Rule 7.1 capacity will be excluded in calculating the Company's 15% Threshold in Listing Rule 7.1 and 10% Additional Placement Capacity limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue.

If Resolution 1 is not passed, the relevant issues will be included in calculating the Company's 15% Threshold in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue.

For the purposes of Listing Rule 7.5, the following information is provided in respect of Resolution 1:

Number of securities issued	The Company has issued 262,666,172 Unconditional Shares.
Issue Price	The issue price for the Unconditional Shares was \$0.003 per Unconditional Share. The Company has received a total of \$787,998.52 under the Initial Placement (before expenses), of which \$787,998.52 was received from the issue of the Unconditional Shares to be ratified pursuant to Resolution 1.
Terms of the securities	All Unconditional Shares will, from their date of issue, rank equally with all other Shares on issue.
Material terms of agreement	The relevant placement agreement provided that the issue price per Unconditional Share is \$0.003 and that recipients would receive two (2) attaching Conditional Options for every three (3) Unconditional Shares, having the terms set out in Schedule 1 to this Explanatory Memorandum, issued for nil additional consideration and includes various other conditions usual for a placement of this sort.
Names of allottees	The securities issued under the Initial Placement were issued to various professional and sophisticated investors selected by the Company in consultation with the Lead Manager. None of the allottees are Related Parties of the Company. No Director or any of their Associates have participated in, or will receive any securities pursuant to Resolution 1, however, as set out in elsewhere in this Explanatory Memorandum, the Directors may receive Shares subject to the passing of the various other Resolutions.
Use of funds	The funds raised by the Unconditional Placement will be used for the purposes outlined in the section of this Explanatory Memorandum titled " Capital Raising Background ".
Date of issue	The Unconditional Shares were issued on 28 March 2024 and 4 April 2024 respectively.

Explanatory Memorandum

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1 and advise that they intend to vote any Shares that they own or control in favour of Resolution 1.

The Chair intends to vote all undirected proxies in favour of Resolution 1.

Resolution 2 – Approval to issue up to 27,333,826 Conditional Shares

As noted in the section of this Explanatory Memorandum entitled “**Capital Raising Background**”, in addition to the Initial Placement, the Company has received firm commitments from sophisticated, professional and institutional investors to issue a further 27,333,826 Shares under the Conditional Placement, subject to obtaining Shareholder approval to such issue.

As described above in relation Resolution 1, subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue or agree to issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Exception 17 of Listing Rule 7.1 provides that an agreement to issue Equity Securities that is conditional on the holders of the listed company’s ordinary securities approving the issue before the issue is made shall be an exception to this prohibition, provided that if an entity relies on this exception the listed company must not issue the Equity Securities without such approval.

Resolution 2 seeks Shareholder approval for the purpose of Listing Rule 7.1, and all other purposes, for the issue of the Conditional Shares to various sophisticated, professional and institutional investors who participated in the Conditional Placement.

If Resolution 2 is passed, the Company will be permitted to issue the Conditional Shares.

The Conditional Shares will also be excluded in calculating the Company’s 15% Threshold in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue.

If Resolution 2 is not passed, the proposed issue of Conditional Shares will not proceed and the Company will need to return any application money received in respect of the Conditional Shares and, potentially, scale back some of its planned exploration activity at Company’s key projects.

For the purposes of Listing Rule 7.3, the following information is provided in respect of Resolution 2:

Names of allottees	If Resolution 2 is passed the Conditional Shares will be issued to various sophisticated, professional and institutional investors who participated in the Conditional Placement, who were selected in consultation with Sanlam Private Wealth. No related party or person who is, or was at any time in the 6 months before the Conditional Placement, a substantial 10%+ holder of the Company or any of their respective Associates have participated in, or will receive any securities pursuant to, the Conditional Placement.
Number and class	The maximum number of securities issued under the Conditional Placement is 27,333,826 Conditional Shares.
Date of issue	The Conditional Shares will be issued as soon as practicable following the Meeting, and in any event, will be issued no later than 3 months after this Meeting.

Explanatory Memorandum

Issue Price	The issue price of the Conditional Shares is \$0.003 per Share.
Terms of the securities	All Conditional Shares will, from their date of issue, rank equally with all other Shares on issue.
Material terms of agreement	The relevant placement agreement provided that the issue price of Conditional Shares is \$0.003 and that recipients would receive two (2) attaching Conditional Options for every three (3) Conditional Shares issued for nil consideration, having the terms set out in Schedule 1 to the Explanatory Memorandum, and includes various other conditions usual for a placement of this sort.
Use of funds	It is proposed that the funds raised by the issue of the Conditional Shares will be used for the purposes outlined in the section of this Explanatory Memorandum titled " Capital Raising Background ".

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2 and advise that they intend to vote any Shares that they own or control in favour of Resolution 2.

The Chair intends to vote all undirected proxies in favour of Resolution 2.

Resolution 3 – Approval to issue up to 193,333,333 Options under the Placement

As noted in the section of this Explanatory Memorandum entitled "**Capital Raising Background**", in addition to the Conditional Shares and Unconditional Shares to be issued pursuant to the Placement, successful subscribers for the Conditional Shares and Unconditional Shares will be granted the opportunity to subscribe for attaching Conditional Options on the terms set out in Schedule 1 to this Explanatory Memorandum.

As described above in relation Resolution 1, subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue or agree to issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Exception 17 of Listing Rule 7.1 provides that an agreement to issue Equity Securities that is conditional on the holders of the listed company's ordinary securities approving the issue before the issue is made shall be an exception to this prohibition, provided that if an entity relies on this exception the listed company must not issue the Equity Securities without such approval.

Resolution 3 seeks Shareholder approval for the purpose of Listing Rule 7.1, and all other purposes, for the issue of the Conditional Options to various sophisticated, professional and institutional investors who participated in the Placement.

If Resolution 3 is passed, the Company will be permitted to issue the Conditional Options.

The Conditional Options will also be excluded in calculating the Company's 15% Threshold in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue.

For the avoidance of doubt, the Conditional Options the subject of Resolution 3 include the Conditional Options to be issued pursuant to both the Initial Placement and Conditional Placement. Accordingly, as the Conditional Options are being issued on a 2:3 basis, in the event that Resolution

Explanatory Memorandum

2 is not passed then the maximum number of Conditional Options that may be issued pursuant to Resolution 3 shall be reduced proportionately.

For the purposes of Listing Rule 7.3, the following information is provided in respect of Resolution 3:

Names of allottees	If Resolution 3 is passed the Conditional Options will be issued to various sophisticated, professional and institutional investors who participated in the Placement, who were selected in consultation with the Lead Manager and Sanlam Private Wealth. No related party or person who is, or was at any time in the 6 months before the Conditional Placement, a substantial 10%+ holder of the Company or any of their respective Associates have participated in, or will receive any securities pursuant to, the Conditional Placement.
Number and class	The maximum number of securities issued pursuant to Resolution 3 is 193,333,333 Conditional Options.
Date of issue	The Conditional Options will be issued as soon as practicable following the Meeting, and in any event, will be issued no later than 3 months after this Meeting.
Issue Price	The Conditional Options will be issued for nil additional consideration.
Terms of the securities	The Conditional Options: (a) have an exercise price of \$0.007; (b) have an expiry date of 30 November 2026; and (c) will otherwise have the terms set out in Schedule 1 to this Explanatory Memorandum.
Material terms of agreement	The relevant placement agreement provided that recipients would receive two (2) attaching Conditional Options for every three (3) Shares issued under the Placement for nil consideration, having the terms set out in Schedule 1 to this Explanatory Memorandum, and includes various other conditions usual for a placement of this sort.
Use of funds	No funds will be raised from the issue of the Conditional Options.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3 and advise that they intend to vote any Shares that they own or control in favour of Resolution 3.

The Chair intends to vote all undirected proxies in favour of Resolution 3.

Resolutions 4 and 5 – Approval to issue Shares and Options to the Placement Directors

As noted in the section of this Explanatory Memorandum titled “**Capital Raising Background**” on page 10, the Capital Raising included an investment by the Placement Directors of \$30,000 in aggregate on the same terms as the Placement.

Two of the Company’s Directors, Mr Mark Edwards and Mr Neale Edwards, are participating in the Capital Raising. The amount to be contributed by each Placement Director (or their nominated Associate) is as follows:

Explanatory Memorandum

- (a) Mr Mark Edwards - \$23,000; and
- (b) Mr Neale Edwards - \$7,000.

Listing Rule Requirements

Listing Rule 10.11 requires, among other things, that an entity obtains shareholder approval prior to the issue of Equity Securities to:

- (a) a Related Party of the entity; and
- (b) a person who is, or was at any time in the 6 months before the issue of Equity Securities, a substantial (30%+) holder in the entity.

Accordingly, as the Placement Directors are each a Related Party of the entity, Resolutions 4 and 5 seek Shareholder approval for the issue of Shares and Options under the Capital Raising to the Directors (or their nominated Associates) in accordance with Listing Rule 10.11.

If Resolutions 4 and 5 are passed, the Placement Directors will receive Shares and Options under the Capital Raising.

If Resolution 4 is not passed, no Shares or Options will be issued to Mr Mark Edwards (or his nominated Associate) as part of the Capital Raising and all application money received from Mr Mark Edwards (or his nominated Associate) for the Shares will be returned.

If Resolution 5 is not passed, no Shares or Options will be issued to Mr Neale Edwards (or his nominated Associate) as part of the Capital Raising and all application money received from Mr Neale Edwards (or his nominated Associate) for the Shares will be returned.

Shareholders should be aware that, if approval is given to issue Shares and Options to the Directors under Listing Rule 10.11 pursuant to Resolutions 4 and 5, approval will not be required under Listing Rules 7.1 and 7.1A and that the number of Shares and Options issued to the Placement Directors pursuant to Resolutions 4 and 5 will not be counted towards the Company's placement capacity.

Corporations Act

Under Chapter 2E of the Corporations Act, a public company cannot give a financial benefit to a Related Party unless an exception applies or shareholders have in a general meeting approved the giving of that financial benefit to the Related Party. The Participating Directors are Directors and are therefore each a Related Party of the Company.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of the Shares and Options pursuant to Resolutions 4 and 5, on the basis that exception in section 210 of the Corporations Act applies as the Participating Directors are proposing to participate in the Placement on the same terms as other participants.

For the purposes of Listing Rule 10.13, the following information is provided in respect of Resolutions 4 and 5:

Maximum number of securities proposed to be issued	The maximum number of securities proposed to be issued to the Placement Directors pursuant to Resolutions 4 and 5 is: <ul style="list-style-type: none">(a) 7,666,667 Shares and 5,111,111 Options to Mr Mark Edwards (or his nominated Associate); and(b) 2,333,333 Shares and 1,555,555 Options to Mr Neale Edwards (or his nominated Associate).
---	--

Explanatory Memorandum

Relationship to the Company	As the Placement Directors are all Related Parties of the Company, by virtue of their position as Directors, they are each, persons falling within the prescribed category set out in Listing Rule 10.11.1 and their Associates fall within Listing Rule 10.11.4.
Issue Price	The issue price of the Shares proposed to be issued to the Placement Directors is \$0.003 per Share. The Options are being issued to the Placement Directors for nil additional consideration.
Terms of the securities	<p>The Shares and Options proposed to be issued to the Placement Directors pursuant to Resolutions 4 and 5 are on the same terms as those issued under the Placement.</p> <p>All Shares will, from their date of issue, rank equally with all other Shares on issue.</p> <p>The Options:</p> <ul style="list-style-type: none"> (a) have an exercise price of \$0.007; (b) have an expiry date of 30 November 2026; and (c) will otherwise have the terms set out in Schedule 1 to this Explanatory Memorandum.
Names of allottees	<ul style="list-style-type: none"> (a) If Resolution 4 is passed Shares and Options will be issued to Mr Mark Edwards (or his nominated Associate); and (b) If Resolution 5 is passed Shares and Options will be issued to Mr Neale Edwards (or his nominated Associate).
Material terms of agreement	The relevant placement agreement provided that the issue price of Shares is \$0.003 and that recipients would receive two (2) attaching Conditional Options for every three (3) Shares, having the terms set out in Schedule 1 to this Explanatory Memorandum, issued for nil consideration, and includes various other conditions usual for a placement of this sort.
Use of funds	It is proposed that the funds raised by the investment by the Directors will be used for the purposes outlined in the section of this Explanatory Memorandum titled " Capital Raising Background ".
Date of issue	The Shares and Options will be issued as soon as practicable following the Meeting, and in any event, will be issued no later than 1 month after this Meeting.

As the proposed issue of securities to the Placement Directors in accordance with Resolutions 4 and 5 will be at the same issue price as all other participants in the Placement, and will provide the Company with additional funds the Directors, other than Mr Mark Edwards in respect of Resolution 4 and Mr Neale Edwards in respect of Resolution 5 who have abstained from providing any recommendation on their respective Resolutions, recommend that Shareholders vote in favour of Resolutions 4 and 5 and advise that they intend to vote any Shares that they own or control in favour of Resolutions 4 and 5.

The Chair intends to vote any undirected proxies in favour of Resolutions 4 and 5.

Explanatory Memorandum

Resolution 6 – Approval to issue Shares and Options to APAC Resources Limited

As described above under Resolutions 4 and 5, Listing Rule 10.11 requires that an entity obtains shareholder approval prior to the issue of Equity Securities to a person who is, or was at any time in the 6 months before the issue of the Equity Securities, a substantial (30%+) holder in the entity.

As at the date of this Notice of Meeting, APAC Resources Limited holds a 43.29% interest in the Company, making it a substantial (30%) holder in the Company for the purposes of Listing Rule 10.11. Accordingly, Resolution 6 seeks Shareholder approval for the issue of Shares and Options under the Capital Raising to the APAC Resources Limited (or its nominated Associate) in accordance with Listing Rule 10.11.

If Resolution 6 is passed, APAC Resources Limited (or its nominated Associate) will receive Shares and Options under the Capital Raising.

If Resolution 6 is not passed, no Shares or Options will be issued to APAC Resources Limited (or its nominated Associate) as part of the Capital Raising and all application money received from APAC Resources Limited (or its nominated Associate) for the Shares will be returned.

Shareholders should be aware that, if approval is given to issue Shares and Options to the APAC Resources Limited (or its nominated Associate) under Listing Rule 10.11 pursuant to Resolution 6, approval will not be required under Listing Rules 7.1 and 7.1A and that the number of Shares and Options issued to the APAC Resources Limited (or its nominated Associate) pursuant to Resolution 6 will not be counted towards the Company's placement capacity.

For the purposes of Listing Rule 10.13, the following information is provided in respect of Resolution 6:

Maximum number of securities proposed to be issued	The maximum number of securities proposed to be issued to the APAC Resources Limited (or its nominated Associate) pursuant to Resolution 6 is 66,666,667 Shares and 44,444,445 Options.
Relationship to the Company	As APAC Resources Limited is a substantial (30%) holder in the Company, it is a person falling within the prescribed category set out in Listing Rule 10.11.2 and its Associates fall within Listing Rule 10.11.4.
Issue Price	The issue price of the Shares proposed to be issued to the APAC Resources Limited is \$0.003 per Share. The Options are being issued to the APAC Resources Limited for nil additional consideration.
Terms of the securities	<p>The Shares and Options proposed to be issued to APAC Resources Limited pursuant to Resolution 6 are on the same terms as those issued under the Placement.</p> <p>All Shares will, from their date of issue, rank equally with all other Shares on issue.</p> <p>The Options:</p> <ul style="list-style-type: none">(a) have an exercise price of \$0.007;(b) have an expiry date of 30 November 2026; and(c) will otherwise have the terms set out in Schedule 1 to this Explanatory Memorandum.

Explanatory Memorandum

Names of allottees	If Resolution 6 is passed Shares and Options will be issued to APAC Resources Limited (or its nominated Associate).
Material terms of agreement	The relevant placement agreement provided that the issue price of Shares is \$0.003 and that recipients would receive two (2) attaching Conditional Options for every three (3) Shares issued for nil consideration, and includes various other conditions usual for a placement of this sort.
Use of funds	It is proposed that the funds raised by the investment by APAC Resources Limited will be used for the purposes outlined in the section of this Explanatory Memorandum titled “ Capital Raising Background ” .
Date of issue	The Shares and Options will be issued as soon as practicable following the Meeting, and in any event, will be issued no later than 1 month after this Meeting.

The Directors, other than Mr Brett Smith who has abstained from providing any recommendation on Resolution 6, recommend that Shareholders vote in favour of Resolution 6 and advise that they intend to vote any Shares that they own or control in favour of Resolution 6.

The Chair intends to vote all undirected proxies in favour of Resolution 6.

Resolution 7 – Approval to issue Broker Options to 180 Markets Pty Ltd

The Company is a party to an agreement with the Lead Manager to act as lead manager for the Capital Raising (**Lead Manager Agreement**).

For the services provided by the Lead Manager during the Capital Raising, the Company agreed, subject to obtaining Shareholder approval, to issue the Lead Manager with 1,000,000 Options for every \$100,000 raised by the Lead Manager under the Placement, having an exercise price of \$0.007 and expiry date of 30 November 2026 (the **Broker Options**).

As described above under Resolution 1, subject to a number of exceptions, Listing Rules 7.1 and 7.1A limit the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% and 10% respectively of the fully paid ordinary shares it had on issue at the start of that period.

As mentioned above, the Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A and, thus, Resolution 7 is seeking approval to issue the Broker Options to Lead Manager.

If Resolution 7 is passed, the Company will be able to issue the applicable number of Broker Options to the Lead Manager.

If Resolution 7 is not passed, then the Company will not be able to issue the Broker Options to the Lead Manager.

For the purposes of Listing Rule 7.3, the following information is provided in respect of Resolution 7:

Explanatory Memorandum

Maximum number of securities proposed to be issued	The maximum number of Broker Options proposed to be issued to the Lead Manager (or its nominee(s)) pursuant to Resolution 7 is 5,844,999.
Issue Price	The issue price of the Broker Options is nil as they are being issued for the purpose of satisfying the consideration agreed to be issued to the Lead Manager for acting as lead manager to the Capital Raising.
Terms of the securities	The Broker Options will: <ul style="list-style-type: none"> (a) have an exercise price of \$0.007; (b) have an expiry date of 30 November 2026; and (c) otherwise have the terms set out in Schedule 1 to this Explanatory Memorandum.
Names of allottees	If Resolution 7 is passed, 5,844,999 Broker Options will be issued to 180 Markets Pty Ltd (or its nominees).
Material terms of agreement	The Lead Manager Agreement provided: <ul style="list-style-type: none"> (a) that the Lead Manager would support the Company in undertaking the Placement; (b) that the Lead Manager would receive: <ul style="list-style-type: none"> (i) a 2% management fee of total funds raised under the Placement; (ii) a 4% capital raising fee on funds raised by the Lead Manager; and (iii) the Broker Options, subject to Shareholder approval; and (c) for various other standard conditions for a lead manager agreement of this sort, including various indemnities in favour of the Lead Manager in respect of their role.
Use of funds	No proceeds will be raised from the issue of the Broker Options.
Date of issue	The Broker Options will be issued as soon as practicable following the Meeting, and in any event, will be issued no later than 3 months after the Meeting.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7 and advise that they intend to vote any Shares that they own or control in favour of Resolution 7.

The Chair intends to vote all undirected proxies in favour of Resolution 7.

Explanatory Memorandum

8. Glossary

10% Additional Placement Capacity means Equity Securities issued by the Company pursuant to Listing Rule 7.1A.

15% Threshold means the restriction on the issue of equity securities contained in Listing Rule 7.1, which prohibits the Company (subject to certain exceptions), from issuing or agreeing to issue Equity Securities representing more than 15% of the number of ordinary shares on issue 12 months prior to the intended date of issue, in the absence of prior Shareholder approval.

ACST means Australian Central Standard Time.

Associate has the meaning given to that term in the Corporations Act.

ASX means ASX Limited (ACN 008 624 691) or the securities market operated by ASX Limited (as the context requires).

Board means the board of Directors of the Company.

Broker Options means the proposed issue of 5,844,999 Options to the Lead Manager the subject of Resolution 7.

Capital Raising has the meaning given to it in the section of the Explanatory Memorandum titled "Capital Raising Background".

Chair means the chair of the Meeting.

Company means Prodigy Gold NL (ACN 009 127 020).

Conditional Placement means, together, the proposed issue of the Conditional Shares the subject of Resolutions 2, 4, 5 and 6 and the proposed issue of the Conditional Options the subject of Resolution 3, 4, 5 and 6.

Conditional Options means 244,444,444 Options proposed to be issued pursuant to the Placement.

Conditional Shares means 104,000,493 Shares proposed to be issued pursuant to the Conditional Placement.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company as at the date of this Explanatory Memorandum.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum that accompanies, and forms part of, the Notice of Meeting.

General Meeting or **Meeting** means the general meeting of the Company to be convened by the Notice of Meeting.

Initial Placement means, the placement of Unconditional Shares to sophisticated, professional and institutional investors the subject of Resolution 1 as detailed in the section of this Explanatory Memorandum titled "Capital Raising Background".

Lead Manager means 180 Markets Pty Ltd (ACN 638 381 129).

Listing Rules means the listing rules of the ASX.

Notice of Meeting means the notice convening the general meeting of Shareholders that accompanies this Explanatory Memorandum.

Option means an option to subscribe for a Share.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

Placement means, together, the Unconditional Placement and the Conditional Placement.

Explanatory Memorandum

Placement Directors means Mr Mark Edwards and Mr Neale Edwards.

Related Party has the meaning given to that term in the Listing Rules.

Resolution means a resolution referred to in this Notice of Meeting.

Sanlam Private Wealth means Sanlam Private Wealth Pty Ltd AFSL 337927.

Shareholder means a holder of a Share.

Share means a fully paid ordinary share in the capital of the Company.

Unconditional Shares means the 262,666,172 Shares issued pursuant to the Initial Placement.

Explanatory Memorandum

Schedule 1 – Option Terms

1. Exercise Price

Each Option entitles the holder to subscribe for one (1) Share on payment of the sum of \$0.007 per Option (**Exercise Price**) to the Company.

2. Exercise Period and Expiry Date

The Options are exercisable at any time on a Business Day prior to 5:00pm ACST on 30 November 2026 (**Expiry Date**). Options not exercised by that time and date will automatically lapse.

3. Manner of Exercise

Options may be exercised at any time prior to 5:00pm ACST on the Expiry Date by the holder delivering notice in writing duly executed by the registered holder of the Options to the Company's registered address (**Exercise Notice**), together with payment (in cleared funds) to the Company of the aggregate Exercise Price for the number of Options being exercised.

Option holders may not exercise less than 100,000 Options at any one time, unless the Option holder has less than 100,000 Options, in which case they may do so provided they exercise all Options then held.

Options will be deemed to have only been exercised on the date that the Company has received the aggregate Exercise Price (in cleared funds) in respect of the Options exercised in accordance with the Exercise Notice.

4. Shares Issued on Exercise of Options

Shares to be issued pursuant to the exercise of Options will be issued following receipt of all the relevant documents and payments (in cleared funds) and will rank equally with the then issued Shares.

Shares issued pursuant to the exercise of Options will have the same rights and liabilities as the Company's existing Shares on issue as at the date of the exercise of the Options. The full details of the rights attaching to Shares are set out in the Company's Constitution.

If the holder of any Options exercises less than the total number of Options registered in their name, the Company will provide the holder of any Options with a new holding statement stating the remaining number of Options registered in that holder's name, together with a new exercise notice.

If the Company is still admitted to the ASX's official list at the time of exercise of Options, an application will be made for Quotation of the Shares to be issued upon exercise.

Explanatory Memorandum

5. Transfer

The holder of any Options may transfer some or all of their Options in any manner authorised by the ASX or the Corporations Act.

6. Participation Rights or Entitlements

There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of securities offered to Shareholders during the term of the Options, except in their capacity as existing Shareholders.

However, the Company will ensure that, for the purpose of determining entitlements to any such issue, the record date will be at least five (5) Business Days after the issue is announced so as to give holders of Options the opportunity to exercise their Options before the date for determining entitlements to participate in any issue.

7. Bonus Issues

If, prior to the expiry of the Options, the Company makes a bonus issue of Shares to Shareholders for no consideration, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the relevant record date for calculating entitlements for the bonus issue.

8. Pro-Rata Issue

If, from time to time, prior to the expiry of the Options, the Company makes a pro-rata issue of Shares to shareholders, the exercise price of the Options will be reduced in accordance with the formula set out in Listing Rule 6.22.2.

9. Capital reorganisation

If there is a reorganisation of the issued capital of the Company (including any consolidation, subdivision, reduction, or return of capital), the rights of the holder of Options shall be changed to the extent necessary to comply with the Listing Rules at the time of the reorganisation.

Your proxy voting instruction must be received by **10.30am (ACST) on Monday, 20 May 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au/>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

